

ARTICLE ONE: Purposes

The purposes of the Ivy Network shall be to bind together its member stations in a voluntary association designed to further the aims and purposes of the member stations, to gain the advantages which the free exchange of information, ideas, and advice will bring, and to obtain advertising on a national scale.

ARTICLE TWO: Policy

The programming and commercial policy of the Ivy Network shall conform to the NAB Standards of Practice.

No part of the earnings of the Ivy Network shall inure to the benefit of any individual, and no individual shall receive or be entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services rendered.

ARTICLE THREE: Membership

Stations WERS, WHRS, WPRU, WVER, WYBC, and WYFH shall be members of the Ivy Network, together with such additional stations as shall be admitted from time to time by the unanimous approval of the member stations.

(Here is to be included provisions covering withdrawal from the Network by member stations.)

ARTICLE FOUR: Executive and Legislative Authority

The executive and legislative powers of the Ivy Network shall be vested in an Executive Board (hereinafter referred to as "the Board"), which shall consist of one representative from each member station.

Ivy Representatives: An Ivy Representative shall be selected by each station. His function shall be to handle all communications between his station and the Ivy Network business office or other member stations.

Representation on Board: At the discretion of the individual stations, either its Ivy Representative or some other person designated by its Executive Committee or by its membership shall represent that station and cast its vote in meetings of the Board.

ARTICLE FIVE: Officers

Designations of Officers: The officers of the Ivy Network shall be a Chairman of the Executive Board, a President, a Business Manager, ^{a program manager} and a Clerk.

Election of Chairman: The Chairman shall be elected from among the membership of the Board by a two-thirds vote of its quorum.

Qualifications of Other Officers: Unless unfeasible, all other officers shall be located in the New York area. In particular, the Business Manager shall be located in New Haven to assure continuity of personnel. The appointment of the Business Manager, in this event, shall be made with the advice of the Executive Committee of station WYBC.

Bond: The Ivy Network shall bond the Business Manager for such an amount as shall be determined by the Board.

Term of Office: The term of office for all officers of the Ivy Network shall be one year ending on the date of the first Board meeting of the Calendar year or at such ~~fixe~~ other time as shall be designated by the Board.

ARTICLE SIX: Powers and Duties of Executive Board

The member stations, via their representatives on the Board, shall have the entire charge, control, and management of the Ivy Network, its property and affairs, and of the ~~executing~~ execution of all or any of its purposes, and may exercise all of its powers. Among other things, the Board may (1) appoint and at its discretion remove or suspend such officers, agents, and employees as it sees fit, (2) delegate any of the powers of the Board to any committee, officer, or agent, and (3) appoint any persons to be agents of the Ivy Network and upon such terms as it sees fit. It shall be the duty of the Board to make reports concerning its actions and those of the Ivy Network to the personnel of the member stations, receive reports of the officers, determine the amount and method of assessment of funds to be used by the officers or special committees for expenses incurred, and to exercise all other powers not expressly prohibited to it by these By-laws. It shall limit the membership of the Ivy Network by minimum standards until such time as it becomes apparent that increased membership would

be of advantage to the Network.

ARTICLE SEVEN: Powers and Duties of Officers

Chairman. The Chairman shall call and preside at meetings of the Board.

President. It shall be the duty of the President to act as co-ordinator of all Network activities between meetings of the Board and to represent the Network on all official occasions. He shall have the power, and it shall be his duty, to see that all orders and resolutions of the Board are carried into effect. The President shall from time to time report to the Board all matters within his knowledge which the interests of the Network may require to be brought to its notice, and, at each meeting of the Board, he shall submit a report of the activities of the Ivy Network and a statement of its affairs.

Business Manager. It shall be the duty of the Business Manager to initiate and assign contracts for advertising on the Ivy Network within the framework of the operating standards and allowable hours as set up by the Board and these By-laws. He shall be required to submit the records of the Ivy Network yearly to a Public Accountant for audit as of February 1 of that year, and shall submit complete results of said audit to the member stations no later than February 15 of the same year. It shall be the privilege of duly appointed representatives of the member stations to inspect the records of the Ivy Network at any time. The Business Manager shall also be required to forward to each member station every two months a report which shall contain a complete record of all solicitations, and other activities of his staff and a detailed report of the financial condition of the Ivy Network.

Program Manager. It shall be the duty of the Program Manager to co-ordinate all inter-station programming activities.

Clerk. It shall be the duty of the Clerk to act as recording secretary to all meetings of the Board, and to file minutes of these meetings, together with all other records of the Ivy Network, at its business office.

All officers of the Ivy Network shall be responsible to the Board in all of their actions. Any officer shall perform such duties and have such

powers additional to the foregoing as shall be designated by vote of the Board.

Any two offices may be held concurrently by one individual.

ARTICLE EIGHT: Meetings

Regular Meetings. A meeting of the Board shall be held once each school term at such time and place as is designated by the Chairman in the notice thereof. At such meetings, the Board shall hear reports of officers, appoint officers if necessary, and transact other business.

Special Meetings. Special meetings of the Board shall be called by the Chairman upon the written application of any two stations or of any two officers stating the time, place, and purpose of the meeting.

Quorum and Voting. No business shall be transacted at any meeting unless there are present five-sixths of the members of the Board. Every vote shall be carried by at least two-thirds of the members, each station being accorded one vote in all voting.

Notices. Notice of all meetings of the Board shall be written, stating the time, place, and purposes thereof, and mailed to the Ivy Representatives at least twenty-one days before the meeting. No notice of the time, place, or purpose of any regular or special meeting shall be required if every member of the Board waives such notice.

It shall be the privilege of each member station to send additional representatives to Board meetings in an advisory capacity, as shall it be the privilege of the officers of the Ivy Network and other members of their staffs to attend such meetings.

ARTICLE NINE: Contractual Obligations.

The Business Manager shall execute contracts for the Ivy Network in the behalf of only such stations whose Business Managers, having been informed of the exact terms of the proposed contract, shall file their written approval by letter or telegram with the Ivy Network Business Manager. The individual member stations shall be responsible for the actions of their Business Managers as regards the above required approval of any contract.

Contracts made on behalf of the member stations by the Business Manager, following such approval, may be terminated by the member stations by giving the Business Manager eighteen days written notice; PROVIDED, however, that no such notice shall be effective until eighteen days after start of broadcasting service.

The conditions for all contracts shall be those observed by the American Association of Advertising Agencies and the National Association of Broadcasters except in such cases as specifically voted on by the Board.

ARTICLE TEN: Amendments.

These By-laws may be amended at any meeting of the Board by affirmative vote of five-sixths of ~~the~~ its membership.

ARTICLE ELEVEN: Ratification

These By-laws shall be ratified by the signature below of the complete membership of the Board, to be confirmed by vote of the Executive Committee of each station.